

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

DEXIA HOLDINGS, INC.; FSA ASSET MANAGEMENT LLC; DEXIA CREDIT LOCAL, NEW YORK BRANCH; NEW YORK LIFE INSURANCE COMPANY; NEW YORK LIFE INSURANCE AND ANNUITY CORPORATION; THE MAINSTAY FUNDS; MAINSTAY VP SERIES FUND, INC.; TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA; TIAA-CREF LIFE INSURANCE COMPANY; TIAA GLOBAL MARKETS, INC.; COLLEGE RETIREMENT EQUITIES FUND; AND THE TIAA-CREF FUNDS,

Plaintiffs,

v.

COUNTRYWIDE FINANCIAL CORPORATION; COUNTRYWIDE HOME LOANS, INC.; COUNTRYWIDE HOME LOANS SERVICING LP; CWALT, INC.; CWMBS, INC., CWABS, INC.; CWHEQ, INC.; COUNTRYWIDE SECURITIES CORPORATION; COUNTRYWIDE CAPITAL MARKETS, LLC; ANGELO MOZILO; DAVID A. SAMBOL; BANK OF AMERICA CORP.; BAC HOME LOANS SERVICING, L.P.; NB HOLDINGS CORPORATION; STANFORD L. KURLAND; DAVID A. SPECTOR; ERIC P. SIERACKI; N. JOSHUA ADLER; RANJIT Kripalani; AND JENNIFER S. SANDEFUR,

Defendants.

Civil No. 11-01259(RMB)
ECF CASE

**NOTICE OF
MOTION TO DISMISS**

**ORAL ARGUMENT
REQUESTED**

PLEASE TAKE NOTICE that, upon the accompanying Defendants' Joint Opposition to Plaintiffs' Motion to Remand, Joint Memorandum of Law in Support of Their Motion to Transfer, and Joint Memorandum of Law in Support of Defendants' Motion to Dismiss Plaintiffs' Complaint, the Declaration of Brian C. Devine, dated May 13, 2011 and the Exhibits accompanying such Declaration, and the Declaration of Inez H. Friedman-Boyce in Support of Motion to Dismiss the Complaint on Behalf of N. Joshua Adler, dated May 13, 2011, defendants Countrywide Financial Corp., Countrywide Home Loans, Inc., Countrywide Home Loans

Servicing LP, CWALT, Inc., CWMBS, Inc., CWABS, Inc., CWHEQ, Inc., Countrywide Securities Corp., Countrywide Capital Markets, LLC, and N. Joshua Adler (collectively, the "Countrywide Defendants") will move this Court, before the Honorable Richard M. Berman, at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, New York, 10007, on a date to be determined by the Court, for an Order dismissing the Complaint in this case in its entirety with prejudice pursuant to Federal Rules of Civil Procedure 9(b) and 12(b)(6) and the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4, and for such other relief as this Court may deem just and proper.

Dated: May 13, 2011

Respectfully submitted,

COUNTRYWIDE FINANCIAL CORP., COUNTRYWIDE HOME LOANS, INC., COUNTRYWIDE HOME LOANS SERVICING LP, COUNTRYWIDE CAPITAL MARKETS, LLC, COUNTRYWIDE SECURITIES CORP., CWALT, INC., CWABS, INC., CWHEQ, INC., CWMBS, INC., and N. JOSHUA ADLER

By their attorneys,

/s/Brian E. Pastuszenski
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Counsel for the Countrywide Defendants

CERTIFICATE OF SERVICE

I hereby certify that on May 13, 2011, I caused true and correct copies of the Notice of Motion to Dismiss, Defendants' Joint Opposition to Plaintiffs' Motion to Remand, Joint Memorandum of Law in Support of Their Motion to Transfer, and Joint Memorandum of Law in Support of Defendants' Motion to Dismiss Plaintiffs' Complaint, the Declaration of Brian C. Devine and the Exhibits accompanying such Declaration, and the Declaration of Inez H. Friedman-Boyce in Support of Motion to Dismiss the Complaint on Behalf of N. Joshua Adler to be served by electronic means, via the Court's CM/ECF system, on all counsel registered to receive electronic notices. I also certify that I have caused copies of the aforementioned documents to be served via first class mail, postage prepaid upon non-CM/ECF participants.

/s/ Brian E. Pastuszenski
Brian E. Pastuszenski